FOR'M B10 (Official Form 10) (4/98)

Citibank Commodity Swap Claims I

Name of Debtor (Pho person or I have a claim for a miss a claim cla	UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK		PROOF OF CLAIM	
Check box if the   Check box i	Name of Debtor ENRON NORTH AMERICA CORP.	Case Number 01-16033		
the debtor owes money or property): CITIBANK, NA  Name and address where notices should be sent: dispark, NA, 250 West Street, 8" Floor New York, Not York, 10013 Aftir: Peter Reynolds  With a copy to:  Paul, Weiss, Ritkind, Wharton & Garrison 1285 Avenue of the Americas New York, Not 1013-604 Aftir: Pouglas R. Davis  Telephone number: (212) 373-3000  Account or other number by which creditor identifies debtor.  1. Basis for Claim				
Cribbank, N.A. 250 West Street, 8" Floor New York, 10013 After. Peter Reynolds With a copy to:  Check box if you have never received any obsess from the bankruptcy court in this case.  Check box if the a address on the er out.  Check box if the address on the er out.  Check box if the address on the er out.  Check box if the address on the er out.  Check box if the address on the er out.  Check box if the address on the er out.  Check box if the address on the er out.  Check box if the address on the er out.  Check box if the box if the address on the ert.  Check box if the box if the address on the ert.  Check box if the box if the address on the ert.  Check box if the box if the address on the ert.  Check box box if the calm.  Check box box if the address the address on the ert.  Check box box if the calm.  Check box box box the calm.  Check box box	the debtor owes money or property):	else has filed a proof of claim relating to your claim. Attach copy of statement giving		
Date:    Paul, Weiss, Rikind, Wharton & Garrison 1285 Avenue of the Americas New York, NY, 1019-6064 Afthr. Douglas R. Davis   Telephone number: (212) 373-3000   This SPACE IS FOR COURT USE ONLY Obligates. P. Davis Provided Prov	Citibank, N.A. 250 West Street, 8 <sup>th</sup> Floor New York, New York, 10013 Attn: Peter Reynolds	notices from the bankruptcy court in this case.  Check box if the a Filed: USBC - Souther		
1285 Avenue of the Americas New York, NY, 10019-6064 Attin: Douglas R. Davis  Telephone number: (212) 373-3000  Check here if this claim debtor:  Replaces / D amends a previously filed claim, dated:  Replaces / D amends a previously filed part of the p	учина сору то.	1 01 16034	(CA) 0000012108	
Account or other number by which creditor identifies debtor:    Replaces / Claim	1285 Avenue of the Americas New York, N.Y. 10019-6064			
Replaces / □ mends a previously filed daim, dated:	Telephone number: (212) 373-3000		THIS SPACE IS FOR COURT USE ONLY	
Retiree benefits as defined in 11 U.S.C. § 1114(a)   Wages, salaries, and compensation (fill out below)   Your SS #.			dated:	
Goods sold Your SS #: Unpaid compensation for services performed Personal injury/wrongful death From to Taxes  Other (commodity swap claims)  2. Date debt was incurred: (see attached)  3. If court judgment, date obtained:  4. Total Amount of Claim at Time Case Filed: \$ Im an amount no less than \$13,310,541.57. If all or part of your claim is secured or entitled to priority, also complete litem 5 or 6 below.  Ø Check this box if claim includes interrest or other charges in additional charges. (see attached)  5. Secured Claim.  Ø Check this box if otalim includes interrest or other charges in additional charges. (see attached)  5. Secured Claim.  Ø Check this box if your claim is secured by collateral (including a right of setoff). Brief Description of Collateral (including a right of setoff). Brief Description of Collateral: (see attached)  6. Unsecured Priority Claim.  Check this box if you have an unsecured priority claim Amount entitled to priority?  Amount of arrearage and other charges at time case filed included in secured claim, if any:  § (see attached)  7. Credits: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim.  Amount of arrearage and other charges at time case filed included in secured claim, if any:  § (see attached)  7. Credits: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim.  Amounts are subject to adjustment on 4f1/01 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment. This SERCE IS FOR COURT USE ONLY Peter Reynolds, Director Peter Person authorized to file this claim (attach copy of power of alterney, if finity:  Peter Reynolds, Director Priority Claim.  1. This SERCE IS FOR Court Use OnLy Peter Reynolds, Director Peter Peterson authorized to file this claim (attach copy of power of altern	1 Basis for Claim			
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## ATTACHMENT TO PROOF OF CLAIM OF CITIBANK, N.A.

- On December 2, 2001 (the "Petition Date"), Enron North America 1. Corp. (the "Debtor") filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. (the "Bankruptcy Code").
- 2. As of the Petition Date, the Debtor was, and still is, indebted and/or liable to Citibank, N.A. ("Claimant") for no less than \$13,310,541.57 in regard of the transactions and/or matters discussed herein.
- 3. Claimant is a swap participant with Debtor and related entities under certain commodity swaps and related agreements (the "Citibank Swap Agreements"). Claimant therefore has contractual and statutory rights to offset and net out all termination values and payment amounts arising under or in connection with the swap transactions. In addition, Claimant has contractual rights of recovery against Debtor for settlement payments owing under swaps, assigned to Claimant, but to which Claimant was not a direct participant.
- 4. Claimant assigned certain claims under the Citibank Swap Agreements to non-Citibank entities and also received certain claims from other swap counterparties under other commodity swaps and related agreements ("Other Swap Agreements" and, together with the Citibank Swap Agreements, the "Swap Agreements"). All claims held by Citibank are referred to as the "Retained Claims." Debtor owes Claimant for Retained Claims as follows:

Due to the voluminous nature of the documents supporting Claimant's claim, they have not been attached to this Proof of Claim. Copies of the documents are available upon request to counsel for Claimant.

- (a) The swap confirmed on December 22, 1999 between Debtor and Delta Energy Corporation (the "ENA / Delta Swap"), of which Claimant retained claims against Debtor totaling \$12,806,453.95;
- (b) The swap confirmed on December 22, 1999 between Claimant and Debtor (the "ENA / Citibank Swap"), of which Claimant retained claims against Debtor totaling \$504,087.62.
- 5. Debtor accordingly owes Claimant no less than \$13,310,541.57 in regard of the transactions set forth above, in addition to default interest, fees, costs and expenses not yet liquidated.
- 6. Claimant hereby reserves the right to assert against Debtor in full the aggregate settlement amounts Debtor owes under the transactions described herein, and all fees, costs, and expenses related thereto including default interest, as if such claims had not been assigned by Citibank in the event the assignment of its claims to non-Citibank entities are in any manner determined invalid or otherwise infirm, either as a function of the avoidance provisions of the Bankruptcy Code, pursuant to any other federal or state law, or otherwise.
- 7. Claimant reserves the right to claim as of yet undetermined amounts against Debtor for contractual, statutory or common law rights of indemnity and contribution, if any, for and against any and all losses, claims, damages or liabilities, joint or several, and legal or other expenses reasonably incurred in connection with the claims set forth herein.

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- 8. In addition to the Debtor's obligations to Claimant as set forth above, Claimant is entitled to recover from the Debtor all costs and expenses, including reasonable attorneys' fees and disbursements, incurred in connection with Claimant's enforcement of its rights under the Swap Agreements. The amount of such costs and expenses cannot be reasonably calculated or estimated at this time, but Claimant does not waive its rights thereto by not currently stating a specific amount.
- 9. Claimant reserves the right to claim that all or any portion of the costs and expenses incurred by it after the Petition Date are administrative expenses entitled to a first priority under section 507(a)(1) of the Bankruptcy Code.
- 10. In addition to the foregoing, the Debtor may be liable to Claimant for interest accruing after the Petition Date on the claims described herein to the extent such interest is allowable under the Bankruptcy Code.
- 11. Claimant has filed this Proof of Claim under compulsion of the bar date established in this chapter 11 case and to protect Claimant from forfeiture of its claim against the Debtor by reason of such bar date. Claimant has filed this Proof of Claim only with respect to claims arising out of the transactions and matters described herein. Claimant and/or its affiliates may file additional proofs of claims against the Debtor, and/or one or more other debtors, with respect to claims arising out of other transactions or matters. In addition, Claimant may file proofs of claims against one or more other debtors who have guaranteed, or are otherwise obligated with respect to, the claims covered hereby. Claimant reserves the right to amend and/or supplement this Proof of Claim at any time, including after any bar date, in any manner, including for purposes of fixing the amount of the claim described above together with interest, fees

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and expenses due Claimant, and/or to file additional proofs of claim for any additional claim which may be based on the same or additional documents or grounds of liability.

- 12. In addition to this Proof of Claim, Claimant has filed a proof of claim against Enron Corp. as guarantor of the Debtor's obligations under the Swap Agreements and Debtor's contractual obligations generally.
- 13. The filing of this Proof of Claim is not and shall not be deemed or construed as: (a) a waiver or release of Claimant's rights against any person, entity, or property, or a waiver of the right to compel the Debtor to return property of Claimant currently in the possession of the Debtor; (b) a consent by Claimant to the jurisdiction of this Court or any other court with respect to proceedings, if any, commenced in any case against or otherwise involving Claimant; (c) a waiver or release of Claimant's right to trial by jury in this Court or any other court in any proceeding as to any and all matters so triable herein, whether or not the same be designated legal or private rights or in any case. controversy, or proceeding related hereto, notwithstanding the designation or not of such matters as "core proceedings" pursuant to 28 U.S.C. § 157(b)(2), and whether such jury trial right is pursuant to statute or the United States Constitution; (d) a consent by Claimant to a jury trial in this Court or any other court in any proceeding as to any and all matters so triable herein or in any case, controversy, or proceeding related hereto, pursuant to 28 U.S.C. § 157(e) or otherwise; (e) a waiver or release of Claimant's right to have any and all final orders in any and all non-core matters or proceedings entered only after de novo review by a United States District Court Judge; (f) a waiver of the right to move to withdraw the reference with respect to the subject matter of this Proof of Claim,

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any objection thereto or other proceeding which may be commenced in this case against or otherwise involving Claimant; or (g) an election of remedies.

14. All notices regarding this Proof of Claim should be sent to Citibank, N.A., 250 West Street, 8<sup>th</sup> Floor, New York, New York, 10013, Attention: Peter Reynolds and Paul, Weiss, Rifkind, Wharton & Garrison, 1285 Avenue of the Americas, New York, New York 10019-6064, Attention: Douglas R. Davis.

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